

RECORDATION NO. 10630-1 Filed 1425

SEP 24 1979 - 3 50 PM

INTERSTATE COMMERCE COMMISSION

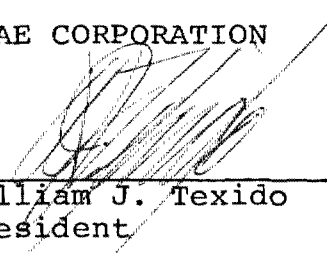
Supplement No. 1 dated as of September 7, 1979 to the Lease Agreement dated as of December 1, 1978, as amended by Agreement dated June 29, 1979 (as so amended, "Lease Agreement"), all by and between BRAE Corporation, as Lessor, and Railroad Consultants, as Lessee.

Equipment Schedule No. I attached hereto replaces Equipment Schedule No. 1 previously attached to the Lease Agreement.

Except as expressly amended hereby, the Lease Agreement remains in full force and effect.


IN WITNESS WHEREOF, the parties have caused this Supplement No. 1 to be executed and delivered by their proper and duly authorized representatives as of September 7, 1979.

BRAE CORPORATION



William J. Texido
President

RAILROAD CONSULTANTS



Hugh McClung
General Partner

EQUIPMENT SCHEDULE No. 1

BRAE CORPORATION hereby leases the following Cars to Railroad Consultants..... pursuant to that certain Lease Agreement dated as of December 1, 1978..

A.A.R. Mech. Design	Description	Numbers	Length	Dimensions		Doors Width	No. of Cars
				Inside Width	Height		
XM	70-Ton, Plate B	UO 1500- UO 1549 (both inclusive)	50'6"	9'6"	11'	DBL 8" offset	50

BRAE CORPORATION

BY:

William J. Texido

TITLE: President

DATE:

BC-6/78

RAILROAD CONSULTANTS

BY:

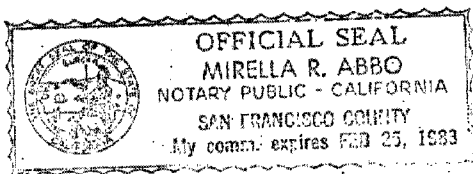
Hugh Mc Clung

TITLE: General Partner

DATE:

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 18th day of September, 1979, before me personally appeared William J. Texido, to me personally known, who being by me duly sworn says that such person is President of BRAE Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Mirella R. Abbo
Notary Public

STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO)

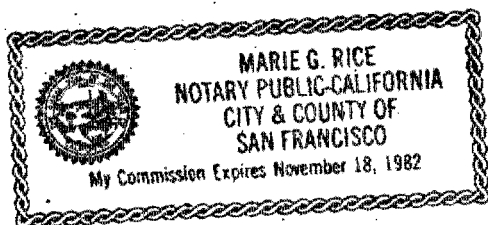
)
)
ss.

On this 10th day of September, 1979, before me,
Marie G. Rice, a Notary Public in and for the
City and County of San Francisco, State of California, duly
commissioned and sworn, personally appeared Hugh Mc Clung known
to me to be a general partner of Railroad Consultants, the
partnership that executed the within instrument, and acknowledged
to me that such partnership executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, in the City and County of San Francisco the day
and year in this certificate first above written.

Marie G. Rice

Notary Public in and for the City and County of
San Francisco, State of California



My Commission Expires: Nov 18 1982